SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [•] Caplan Lindsey S			2. Issuer Name and Ticker or Trading Symbol <u>CBRE GROUP, INC.</u> [CBRE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) 2100 MCKINNEY AVENUE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2023	X Officer (give title below) Other (specify below) Chief Accounting Officer					
SUITE 1250			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) DALLAS	ТХ	75201		X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							
		Table I - Non-E	Derivative Securities Acquired, Disposed of, or Bene	ficially Owned					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)			Da	Transaction te onth/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
						Code	v	Amount		(A) or (D)	Price	• Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Class A Common Stock				02/10/2023		A ⁽¹⁾		2,566		Α	\$0.0000	17,379		D	
Class A Common Stock												745.2935 ⁽²⁾		Ι	By 401(k) Plan
Class A Common Stock												7,657		Ι	By Spouse
Class A Common Stock												867.7693 ⁽²⁾		Ι	By Spouse, By 401(k) Plan
					curities Acqui ls, warrants, o						•	ed			
		3A. Deemed	4. Transaction	5. Number of	6. Date				le and A	nount of	8. Price of 9. Num			11. Nature	

	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction((Instr. 4)			

Explanation of Responses:

1. The Issuer granted these securities to the Reporting Person on March 3, 2021 as part of the Reporting Person's 2021 annual equity award. On February 10, 2023, the Compensation Committee of the Board of Directors of the Issuer certified the Issuer's Adjusted EPS performance necessary for this award to vest. As such, these securities will vest in full on March 3, 2024, subject to forfeiture in certain circumstances as set forth in the award agreement for these securities

2. The number of shares of common stock held in the Issuer's 401(k) plan reported above is based on a plan statement as of January 31, 2023.

/s/ Cindy Kee, Attorney-in-Fact for 02/14/2023

Lindsey S. Caplan

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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